

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re: § Case No. 15-40248-BR-11
GTL (USA), INC., § Chapter 11
§
Debtor. §

**DEBTOR'S REQUEST FOR EXPEDITED HEARING ON DEBTOR'S
EXPEDITED MOTION FOR AN ORDER (I) APPROVING SETTLEMENTS
AND DISMISSAL OF THE CASE, OR, IN THE ALTERNATIVE, (II)
APPROVING PROCEDURES FOR THE SALE OF SUBSTANTIALLY ALL
ASSETS, (A) APPROVAL OF BID PROCEDURES, (B) ASSUMPTION AND
ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED
LEASES, (C) ESTABLISHING CURE AMOUNTS, (D) APPROVING THE
FORMS OF NOTICE, (E) SETTING HEARING DATES AND (III) GRANTING
RELATED RELIEF**

TO THE HONORABLE BRENDA RHOADES,
UNITED STATES BANKRUPTCY JUDGE:

GTL (USA), Inc. (the "Debtor"), the above-captioned debtor and debtor-in-possession (the "*Debtor*") in the above-captioned chapter 11 case (the "*Chapter 11 Case*"), hereby files this its Request for Expedited Hearing (the "Request") on Debtor's Expedited Motion for an Order (I) Approving Settlements and Dismissal of the Case, or, in the Alternative, (II) Approving Procedures for the Sale of Substantially All Assets, (a) Approval of Bid Procedures, (B) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) Establishing Cure Amounts, (D) Approving the Forms of Notice, (E) Setting Hearing Dates and (III) Granting Related Relief (Docket No. 228, the "Motion") and respectfully states as follows:

1. On February 9, 2015, (the "Petition Date"), the Debtor filed a voluntary petition in this Court for relief under chapter 11 of title 11 of the United States Code 11 U.S.C. §§ 101 et

seq., as amended (the “Bankruptcy Code”). The Debtor continues to manage and operate its business as debtor-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. A creditors’ committee (the “Committee”) was appointed in these chapter 11 case by the United States Trustee and is represented by counsel.

3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. Contemporaneously herewith, the Debtor filed the Debtor’s Expedited Motion for an Order (I) Approving Settlements and Dismissal of the Case, or, in the Alternative, (II) Approving Procedures for the Sale of Substantially All Assets, (a) Approval of Bid Procedures, (B) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) Establishing Cure Amounts, (D) Approving the Forms of Notice, (E) Setting Hearing Dates and (III) Granting Related Relief (the “Settlement Motion”).

5. The Settlement Motion requests either the approval of a settlement transaction that contemplates a cash infusion to the Debtor by Emirates International Holding Limited LLC (“EIHL”) that will result in an immediate cash distribution to noninsider unsecured creditors of approximately \$4.1MM. Alternatively, the motion requests a sale of substantially all of the assets of the Debtor under section 363 of the Bankruptcy Code.

6. The Debtor’s business operations are at a seasonal phase that will result a cash drop of as much as \$1.0MM over the upcoming weeks. While the Debtor believes that its cash reserves will recover in the fall, the near and long-term ability of the Debtor to secure financing to weather its slow season and to operate profitably going forward is uncertain at best. As such, it is a possibility that the Debtor will find itself without sufficient cash resources to operate as

soon as August or September of this year. For these reasons, a viable bankruptcy exit solution must be put into place right away to ensure that the recovery to all creditors is maximized.

7. For these reasons, the Debtor, with the support of the Committee, believes that granting relief under the Settlement Motion on an expedited basis is appropriate in this case.

8. Specifically, the Debtor requests a hearing on the matters set forth in the Settlement Motion to be held on July 30, 2015 at 1:30 p.m. and a final hearing on the sale motion therein to be held on August 11, 2015 at 1:30 p.m.

9. The Debtor also requests that the Court set a deadline for objection to the Settlement Motion of July 28, 2015.

WHEREFORE, the Debtor respectfully requests that this Court enter an order substantially in the form attached hereto as Exhibit A granting this Motion to Expedite and awarding such other and further relief as may be just and proper.

Respectfully submitted,

Dated: July 17, 2015

CULHANE MEADOWS, PLLC

By: /s/ Lynnette Warman
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ATTORNEYS FOR
DEBTOR IN POSSESSION

CERTIFICATE OF SERVICE

The undersigned hereby certifies that he has transmitted a true and correct copy of the foregoing via the Court's Electronic Case Filing system to all persons participating therein on July 17, 2015 and via United States First Class Mail, postage prepaid, to each of the addresses on the attached service list on July 17, 2015.

/s/ Richard Grant
Richard G. Grant

CERTIFICATE OF CONFERENCE

The undersigned hereby certifies that he has discussed the request for an expedited hearing with Jason Binford, counsel for the Committee, who supports the necessity for expedited consideration.

/s/ Richard Grant
Richard G. Grant

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: § **Case No. 15-40248-BR-11**
§
GTL (USA), INC., § **Chapter 11**
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Debtor. §

**ORDER APPROVING DEBTOR'S REQUEST FOR EXPEDITED
HEARING ON DEBTOR'S EXPEDITED MOTION FOR AN ORDER (I)
APPROVING SETTLEMENTS AND DISMISSAL OF THE CASE, OR, IN
THE ALTERNATIVE, (II) APPROVING PROCEDURES FOR THE SALE
OF SUBSTANTIALLY ALL ASSETS, (A) APPROVAL OF BID
PROCEDURES, (B) ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (C)
ESTABLISHING CURE AMOUNTS, (D) APPROVING THE FORMS OF
NOTICE, (E) SETTING HEARING DATES AND (III) GRANTING
RELATED RELIEF**

On July ___, 2015, came on for consideration the Debtor's Request (the "Request") for Expedited Hearing on Debtor's Expedited Motion for an Order (I) Approving Settlements and Dismissal of the Case, or, in the Alternative, (II) Approving Procedures for the Sale of Substantially All Assets, (a) Approval of Bid Procedures, (B) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) Establishing Cure Amounts, (D) Approving the Forms of Notice, (E) Setting Hearing Dates and (III) Granting Related Relief (the "Motion"). The Court finds that the Debtor's request complies with LBR 9007(c) and demonstrates that sufficient cause exists for shortening the normal response time and scheduling an expedited hearing on the Motion. Accordingly,

IT IS THEREFORE ORDERED that objections or responses to the Motion shall be filed no later than **July 28, 2015**.

Order Approving Debtor's Request for Expedited Hearing on Debtor's Expedited Motion for Order Approving and Authorizing (I) (a) Bidding Procedures in Connection with the Sale of Substantially All Assets of the Debtor, (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (C) the Establishment of Cure Amounts, (II) Approving the Form of Notice, and (III) Setting a Hearing Date for the Approval of the Sale, and (IV) Granting Related Relief

IT IS FURTHER ORDERED that the request for expedited hearing is **GRANTED** and that a hearing on the Motion shall be held on **July 30, 2015 at 1:30 p.m.** in the Courtroom of the United States Bankruptcy Court, 660 North Central Expressway, Plano, Texas.

IT IS FURTHER ORDERED that a final hearing on the Section 363 Motion therein shall be held on **August 11, 2015 at 1:30 p.m.** in the Courtroom of the United States Bankruptcy Court, 660 North Central Expressway, Plano, Texas.

IT IS FURTHER ORDERED that the Debtor or its counsel shall give notice of the expedited hearing by forwarding a copy of this Order by the most expedient means available, including electronic or telephonic transmission, or otherwise by First Class United States Mail, to all parties listed in the certificate of service contained in the Motion and shall evidence such service by the filing of a Certificate of Service with the Court prior to the scheduled hearing.

Submitted by:

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ATTORNEYS FOR
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